

Hearing Date: November 19, 2012 at 10:00 a.m. (ET)  
Objection Deadline: October 29, 2012 at 5:00 p.m. (ET)

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*Bankruptcy Counsel for the RESPA Plaintiffs and the RESPA Putative Class*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

Re: Doc. No. 61 and 446

**JOINDER OF DONNA MOORE, FRENCHOLA HOLDEN AND  
KEITH McMILLON TO LEAD PLAINTIFF'S LIMITED  
OBJECTION TO DEBTORS' MOTION TO APPROVE  
SALE OF ASSETS PURSUANT TO (A) THE ASSET  
PURCHASE AGREEMENT WITH OCWEN LOAN  
SERVICING, LLC [PLATFORM ASSETS] AND (B) THE  
ASSET PURCHASE AGREEMENT WITH BERKSHIRE  
HATHAWAY INC. [WHOLE LOAN ASSETS]**

1. Donna Moore, Frenchola Holden and Keith McMillon, the proposed class representatives (the "RESPA Plaintiffs"), on behalf of themselves and the class of persons (the "RESPA Putative Class"), who obtained residential mortgage loans through GMAC Mortgage, LLC and GMAC Bank (collectively, "GMAC") and paid for mortgage insurance issued by

insurers with whom GMAC had captive insurance arrangements, in the proposed national class action styled as *Donna Moore, Frenchola Holden and Keith McMillon, individually and on behalf of all others similarly situated v. GMAC Mortgage, LLC, GMAC Bank and Cap Re of Vermont, Inc.*, Case No. 07-cv-04296-PD (E.D. Pa.) (the “RESPA Class Action”), asserting claims for damages against the Debtors and others for violations of the Real Estate Settlement Procedures Act of 1974, hereby join to the extent applicable<sup>1</sup> (the “Joinder”) in the *Lead Plaintiff’s Limited Objection to Debtors’ Motion to Approve Sale of Assets Pursuant to (A) the Asset Purchase Agreement with Ocwen Loan Servicing, LLC and (B) the Asset Purchase Agreement with Berkshire Hathaway Inc.* (the “Lead Plaintiff Limited Objection”)<sup>2</sup> filed by New Jersey Carpenters Health Fund (the “Lead Plaintiff”), on behalf of itself and the Class in opposition to the Debtors’ Motion Authorizing, *inter alia*, the sale of certain assets and approving asset purchase agreements (the “Sale Motion”) [Doc. No. 61], the order approving the sale procedures [Doc. No. 538] and the proposed asset purchase agreements with Nationstar Mortgage LLC [Doc. No. 534] and Berkshire Hathaway Inc. [Doc. No. 535].

2. The RESPA Plaintiffs do not object to the relief requested in the Sale Motion, but request that any order granting, in whole or in part, the relief requested provide (i) an appropriate protocol, policy or mechanism for the retention, preservation and protection of books, records and other documents, in whatever form or format that may be transferred as part of the sale under

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<sup>1</sup> The RESPA Plaintiffs acknowledge that the claims in the RESPA Class Action are different than those in the MBS actions. However, preservation of relevant Books and Records, as defined in the Lead Plaintiff Limited Objection, is essential to the prosecution of the RESPA Class Action.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed thereto in the Lead Plaintiff Limited Objection.

the Nationstar APA (defined in the Lead Plaintiff Limited Objection)<sup>3</sup> or the Berkshire APA (defined in the Lead Plaintiff Limited Objection) and (ii) that notice be given to the RESPA Plaintiffs and other parties in interest of, and an opportunity to object to and be heard on, any efforts by the Sellers or the Purchaser (as defined in the respective APA) to destroy or abandon any of the foregoing documents (including those copies or originals retained by the Debtors, if any).

Dated: October 29, 2012  
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin  
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<sup>3</sup> On October 24, 2012, Ocwen Loan Servicing LLC (“Ocwen”) was the successful bidder for the assets described in the Nationstar APA. As of the date of the submission of this Limited Objection, Ocwen has not filed an amended APA. Should Ocwen file an amended APA, the RESPA Plaintiffs reserve the right to further object thereto to the extent it differs with the relevant provisions of the Nationstar APA. Accordingly, “Nationstar APA” shall mean any APA filed by Ocwen.